

iBio, Inc.
Form 8-K
June 27, 2018

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 26, 2018 (June 26, 2018)

iBio, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or jurisdiction of incorporation or organization)

001-35023

(Commission File Number)

26-2797813

(I.R.S. Employer Identification Number)

600 Madison Avenue, Suite 1601, New York, NY 10022-1737

(Address of principal executive offices (Zip Code))

Registrant's telephone number: (302) 355-0650

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Emerging growth company

On June 22, 2018, the Company filed with the Secretary of State of the State of Delaware (i) a certificate of designation of preferences, rights and limitations of the Series A Preferred Stock (the “Series A Certificate of Designation”), establishing the rights, preferences, privileges, qualifications, restrictions, and limitations relating to its Series A Preferred Stock, and (ii) a certificate of designation of preferences, rights and limitations of the Series B Preferred Stock (the “Series B Certificate of Designation”), establishing the rights, preferences, privileges, qualifications, restrictions, and limitations relating to its Series B Preferred Stock. The Series A Certificate of Designation and the Series B Certificate of Designation each became effective with the Secretary of State of the State of Delaware upon filing. Copies of the Series A Certificate of Designation and Series B Certificate of Designation are included in Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

Item 8.01

Other Events.

On June 26, 2018, the Company issued a press release announcing the closing of the Offering. A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

Item 9.01

Financial Statements and Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| <u>3.1</u> | <u>Certificate of Designation, Preferences and Rights of the Series A Convertible Preferred Stock of iBio, Inc.*</u> |
| <u>3.2</u> | <u>Certificate of Designation, Preferences and Rights of the Series B Convertible Preferred Stock of iBio, Inc.*</u> |
| <u>10.1</u> | <u>Amendment, dated June 26, 2018, to Share Purchase Agreement, dated January 13, 2016, between iBio, Inc. and Eastern Capital Limited, for the purchase of 6,500,000 shares of common stock*</u> |
| <u>99.1</u> | <u>Press Release, dated June 26, 2018, issued by iBio, Inc.*</u> |

*Filed herewith.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

IBIO INC.

Date: June 26, 2018 By: /s/ Robert B. Kay
Robert B. Kay
Executive Chairman and CEO